

**FIRST AMENDMENT
TO
OPERATING AGREEMENT
OF
_____, LC**

THIS FIRST AMENDMENT TO THE OPERATING AGREEMENT is made, adopted and executed this ____ day of _____, 200__ by the undersigned person(s).

All of the capitalized words and terms in the Amendment shall have the meaning ascribed to them in the Operating Agreement of _____, LC.

1. Name. The name of the limited liability company is _____, LC (sometimes referred to as the “Company”).

2. Amendments. The Company’s Operating Agreement is amended as follows::

3. Ratification. The Company’s Operating Agreement, as amended, is hereby ratified, confirmed and approved by the Member(s).

The undersigned hereby affirm(s) that he/she/they is (are) the Member(s) of the Company and that the facts stated in this First Amendment to the Company’s Operating Agreement are true.

Member

Member

Member